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ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>	<b>§</b>	<b>CASE NO. 14-32821-11</b>
<b>SEARS METHODIST RETIREMENT SYSTEM, INC., et al.<sup>1</sup></b>	<b>§</b>	<b>CHAPTER 11</b>
	<b>§</b>	<b>Jointly Administered</b>
<b>Debtors.</b>	<b>§</b>	

**MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL HEALTHCARE INDUSTRY  
GROUP, LLC FOR THE PERIOD JUNE 10, 2014 THROUGH JUNE 30, 2014**

The above-captioned debtors and debtors in possession, by their undersigned counsel, file the attached monthly fee statement of Alvarez & Marsal Healthcare Industry Group, LLC for the period June 10, 2014 through June 30, 2014 (the “June Fee Statement”) in accordance with the *Order Pursuant To Sections 105(a) And 363(b) Of The Bankruptcy Code (A) Authorizing The Employment And Retention Of Alvarez & Marsal Healthcare Industry Group, LLC To Provide The Debtors A Chief Restructuring Officer And Certain Additional Personnel, And (B) Designating Paul B. Rundell As The Chief Restructuring Officer For The Debtors Nunc Pro Tunc To The Petition Date [Docket No. 343]* (the “A&M Order”). Pursuant to the A&M Order, objections to the June Fee Statement, if

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<sup>1</sup> The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue, 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

any, are due by September 28, 2014.

Dated: September 8, 2014  
Dallas, Texas

**DLA PIPER LLP (US)**

By: /s/ Vincent P. Slusher

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Attorneys for the Debtors and Debtors in Possession

August 25, 2014

Sears Methodist Retirement System  
 Attn: Susan Whittle  
 1114 Lost Creek Blvd Suite 220  
 Austin, TX 78746

**SPECIAL SERVICES RENDERED**

By Alvarez & Marsal Healthcare Industry Group, LLC  
 During the Period  
 June 10, 2014 - June 30, 2014

<b>Name</b>	<b>Title</b>	<b>Hours</b>	<b>Rate/Hr</b>	<b>Fees</b>
Paul Rundell	Managing Director	106.9	\$ 650.00	\$ 69,485.00
Cathy Hernandez	Managing Director	38.0	650.00	24,667.50
David McLaughlin	Senior Director	161.2	575.00	92,690.00
Doug Staut	Director	20.0	500.00	10,000.00
David Shiffman	Associate	154.9	375.00	58,087.50
Stu Cubbon	Associate	147.1	375.00	55,162.50
Krutica Sharma	Analyst	39.0	325.00	12,675.00
<b>Total Gross Fees</b>		<b>667.1</b>		<b>\$ 322,767.50</b>
<i>Voluntary Fee Discount (1)</i>				<b>\$ (57,392.50)</b>
<b>Total Fees Charged</b>				<b>265,375.00</b>
Out-of-Pocket Expenses				35,525.35
<b>Total Fees and Out-of-Pocket Expenses</b>				<b>\$ 300,900.35</b>

**Wire Instructions:**

Bank: J.P. Morgan Chase  
 ABA: 021 000 021  
 Account Name: Alvarez & Marsal, LLC  
 Account Number: 9 5 7 3 4 7 8 4 7  
 Project Number 802214

**Project Hours by Time Detail**

	<b>Paul Rundell</b>	<b>Cathy Hernandez</b>	<b>David McLaughlin</b>	<b>Doug Staut</b>	<b>David Schiffman</b>	<b>Stu Cubbon</b>	<b>Krutica Sharma</b>	<b>Total</b>	<b>% of Total</b>
Asset analysis and recovery	6.1	-	-	-	-	-	-	<b>6.1</b>	0.9%
Asset disposition	6.3	-	-	-	-	-	-	<b>6.3</b>	0.9%
Business analysis	-	38.0	6.4	-	16.5	21.4	39.0	<b>121.3</b>	18.2%
Business operation	22.6	-	13.7	-	15.4	-	-	<b>51.7</b>	7.8%
CRO governance	2.9	-	-	-	-	-	-	<b>2.9</b>	0.4%
Cash management	-	-	34.7	6.9	2.1	-	-	<b>43.7</b>	6.6%
Claims admin and objections	-	-	-	-	-	2.5	-	<b>2.5</b>	0.4%
Communications	-	-	6.1	-	-	2.2	-	<b>8.3</b>	1.2%
DIP financing/cash collateral	11.5	-	47.5	1.2	7.5	-	-	<b>67.7</b>	10.1%
Employee benefits/pensions	-	-	2.4	-	-	-	-	<b>2.4</b>	0.4%
Governance matters	2.1	-	-	-	-	-	-	<b>2.1</b>	0.3%
Insurance	11.3	-	3.1	-	-	-	-	<b>14.4</b>	2.2%
Litigation support / First day & other motions	-	-	19.3	11.9	14.8	5.0	-	<b>51.0</b>	7.6%
Schedules & statements of financial affairs	-	-	7.5	-	78.2	116.0	-	<b>201.7</b>	30.2%
Strategic planning	4.3	-	3.1	-	-	-	-	<b>7.4</b>	1.1%
Testimony	22.8	-	-	-	-	-	-	<b>22.8</b>	3.4%
Various requests from creditors and their advisors	17.0	-	17.4	-	20.4	-	-	<b>54.8</b>	8.2%
<b>Total</b>	<b>106.9</b>	<b>38.0</b>	<b>161.2</b>	<b>20.0</b>	<b>154.9</b>	<b>147.1</b>	<b>39.0</b>	<b>667.1</b>	

Alvarez &amp; Marsal Healthcare Industry Group, LLC

**Expense Summary****June 10, 2014 - June 30, 2014**

Employee	Expense Type										Grand Total
	Airfare	Car Rental	Trans	Parking	Misc	Telecom	Meals	Hotel			
Paul Rundell	\$ 3,404.18	\$ -	\$ 340.80	\$ 245.00	\$ 2.03	\$ -	\$ 732.74	\$ 1,494.45	\$ 6,219.20		
Cathy Hernandez	2,132.00	-	472.00	-	-	-	43.30	537.35	3,184.65		
David McLaughlin	3,779.00	-	312.56	297.00	99.00	-	174.45	2,044.37	6,706.38		
Doug Staut	958.80	230.05	104.30	-	-	8.71	68.81	698.55	2,069.22		
David Shiffman	3,299.27	894.80	440.00	-	-	-	779.12	1,529.50	6,942.69		
Stu Cubbon	3,023.00	-	230.25	-	-	-	801.58	1,392.65	5,447.48		
Krutica Sharma	2,887.50	343.81	799.00	-	-	-	72.30	853.12	4,955.73		
	<b>\$ 19,483.75</b>	<b>\$ 1,468.66</b>	<b>\$ 2,698.91</b>	<b>\$ 542.00</b>	<b>\$ 101.03</b>	<b>\$ 8.71</b>	<b>\$ 2,672.30</b>	<b>\$ 8,549.99</b>	<b>\$ 35,525.35</b>		

**Alvarez & Marsal  
Expense Codes**

**Code Definition**

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- A Airfare
- B Business meals
- C Car rental expense
- D Lodging
- F Mileage expense
- G Miscellaneous expense
- H Parking
- I Telecommunication expense
- J Taxi Fare
- K Train Fare

**Alvarez & Marsal  
Expense Detail**

<b>Initials</b>	<b>Date</b>	<b>Code</b>	<b>Task Detail</b>	<b>Expenses</b>
PBR	6/11/14	A	Flight charges	\$ 620.00
PBR	6/11/14	A	Change fee	35.00
PBR	6/12/14	A	Flight Charges (first day hearing)	630.00
PBR	6/13/14	A	AA flight ORD-MAF for facility visits	531.00
PBR	6/16/14	A	Flight Charges - Debtor Interview (weather and last minute fare)	1,041.98
PBR	6/17/14	A	Airline charge	90.00
PBR	6/17/14	A	Airline charge	12.60
PBR	6/18/14	A	Airline charges ABI-ORD - facility visit	443.60
PBR	6/10/14	B	Working meal - three people	150.00
PBR	6/11/14	B	Working meal	21.90
PBR	6/11/14	B	Working meal - three people	150.00
PBR	6/11/14	B	Working meal - two people	18.92
PBR	6/12/14	B	Working meal - three people	150.00
PBR	6/12/14	B	Working meal	6.00
PBR	6/12/14	B	Working meal	4.11
PBR	6/13/14	B	Working meal - three people	99.00
PBR	6/17/14	B	Travel meal	3.76
PBR	6/17/14	B	Travel meal	12.80
PBR	6/18/14	B	Working meal - two people (client)	55.00
PBR	6/26/14	B	Travel meal	2.25
PBR	6/26/14	B	Working meal	59.00
PBR	6/12/14	D	Hotel charges - full week (hotels all booked due to national conference)	1,265.60
PBR	6/18/14	D	Hotel one night	228.85
PBR	6/12/14	F	Mileage to ohare and back	33.60
PBR	6/18/14	F	Mileage to Ohare and back	33.60
PBR	6/26/14	F	Mileage to ohare and back	33.60
PBR	6/20/14	G	USPS charge	2.03
PBR	6/12/14	H	Parking at Ohare	140.00
PBR	6/18/14	H	Parking at Ohare	70.00
PBR	6/26/14	H	Parking at Ohare	35.00
PBR	6/11/14	J	Car svc to DLA from DFW	75.00
PBR	6/11/14	J	Taxi	15.00
PBR	6/26/14	J	Car svc to DLA	75.00
PBR	6/26/14	J	Car Svc to DFW	75.00
CH	6/17/14	A	McAllen Airfare	1,014.00
CH	6/17/14	A	Midland Airfare	1,020.50
CH	6/20/14	A	Airfare: Big Springs return flight	434.50
CH	6/20/14	A	Flight change fee	35.00
CH	6/20/14	A	Additional airfare charge	30.00
CH	6/20/14	A	Credit for previous flight	(402.00)
CH	6/19/14	B	Breakfast with staff	9.19
CH	6/24/14	B	Individual Meal	34.11
CH	6/19/14	D	Hotel	279.00
CH	6/19/14	D	Hotel tax	36.27
CH	6/24/14	D	Hotel	189.00
CH	6/24/14	D	Hotel tax	33.08
CH	6/19/14	J	Taxi to DFW	85.00
CH	6/19/14	J	Trip back to Midland from Big Springs	147.00
CH	6/20/14	J	Taxis in Midland	155.00
CH	6/20/14	J	Taxi home from DFW	85.00
DSM	6/10/14	A	Airfare: Flight to Abilene - one way	471.00
DSM	6/12/14	A	Airfare: Flight home from Abilene - one way	441.00
DSM	6/16/14	A	Airfare: Flight to Abilene - one way	441.00
DSM	6/19/14	A	Airfare: Flight home from Abilene - one way	381.00
DSM	6/20/14	A	Airfare: Flight from Dallas to Chicago - one way	692.00
DSM	6/23/14	A	Airfare: Flight to Abilene - one way	461.00
DSM	6/26/14	A	Airfare: Flight home from Abilene - one way	461.00
DSM	6/30/14	A	Airfare: Flight to Abilene - one way	431.00
DSM	6/10/14	B	Travel meal	4.50
DSM	6/11/14	B	Lunch with Staut and Crosswhite at Whataburger	21.08
DSM	6/18/14	B	Breakfast at Jack & Jills	13.00

**Alvarez & Marsal  
Expense Detail**

<b>Initials</b>	<b>Date</b>	<b>Code</b>	<b>Task Detail</b>	<b>Expenses</b>
DSM	6/19/14	B	Travel meal while delayed at DFW	30.15
DSM	6/20/14	B	Travel meal at DFW	11.65
DSM	6/24/14	B	Individual Dinner	26.85
DSM	6/27/14	B	Travel meal at ORD while delayed	67.22
DSM	6/12/14	D	Marriott Courtyard - 4 Nights	593.40
DSM	6/17/14	D	Marriott Courtyard - 1 Night	160.73
DSM	6/19/14	D	Marriott Courtyard - 2 Nights	312.80
DSM	6/20/14	D	Hotel W - 1 Night	478.34
DSM	6/24/14	D	Marriott Courtyard - 1 Night	156.40
DSM	6/26/14	D	Residence Inn - 2 Nights	342.70
DSM	6/16/14	F	Mileage to and from Airport (42 miles roundtrip @56.0 cents)	23.52
DSM	6/23/14	F	Mileage to and from Airport (42 miles roundtrip @56.0 cents)	23.52
DSM	6/30/14	F	Mileage to and from Airport (42 miles roundtrip @56.0 cents)	23.52
DSM	6/23/14	G	Purchase of conference room at airport for team during cancelled flights	99.00
DSM	6/20/14	H	Parking at the Airport	157.00
DSM	6/26/14	H	Parking at the Airport	140.00
DSM	6/11/14	J	Taxi to the Airport	50.00
DSM	6/12/14	J	Taxi home from Airport	50.00
DSM	6/19/14	J	Taxi from DFW to Hotel	70.00
DSM	6/20/14	J	Taxi from Hotel to DFW	72.00
DCS	6/10/14	A	Airfare: Additional	71.40
DCS	6/10/14	A	Airfare: Flight to Abilene	408.00
DCS	6/12/14	A	Airfare: Flight to NYC from Abilene	408.00
DCS	6/12/14	A	Airfare: Additional	71.40
DCS	6/11/14	B	Individual Meals: Travel Meal	36.31
DCS	6/11/14	B	Individual Meals: Travel Breakfast	15.98
DCS	6/12/14	B	Individual Meals: Working Breakfast	5.08
DCS	6/12/14	B	Individual Meals: Travel Meal	11.44
DCS	6/12/14	C	Car Rental	185.05
DCS	6/12/14	C	Fuel: Gas	45.00
DCS	6/10/14	D	Hotel Tax: Hotel	29.85
DCS	6/10/14	D	Hotel: Hotel	199.00
DCS	6/10/14	D	Hotel: Hotel	199.00
DCS	6/10/14	D	Hotel Tax: Hotel	29.85
DCS	6/11/14	D	Hotel Tax: Hotel	29.85
DCS	6/11/14	D	Hotel: Hotel	211.00
DCS	6/12/14	I	05/13/14 - 06/12/14 Wireless Usage Charges	8.71
DCS	6/10/14	J	Taxi: Home to Airport	47.00
DCS	6/12/14	J	Taxi: Taxi Home from Airport	57.30
DMS	6/10/14	A	Flight to SMRS	493.00
DMS	6/12/14	A	Flight from SMRS	371.00
DMS	6/16/14	A	Flight to SMRS	371.00
DMS	6/19/14	A	Flight Home from SMRS	493.00
DMS	6/23/14	A	Flight to SMRS	503.00
DMS	6/26/14	A	Flight from SMRS	595.27
DMS	6/30/14	A	Airfare to SMRS	473.00
DMS	6/10/14	B	Working Dinner (DS, DM, SC)	150.00
DMS	6/10/14	B	Working meal (DS, DM, SC)	27.34
DMS	6/11/14	B	Working Breakfast (DS, DM, SC)	25.84
DMS	6/12/14	B	Working meal (DS, DM, SC)	15.44
DMS	6/12/14	B	Working meal (DS, DM, SC, DS)	34.89
DMS	6/16/14	B	Dinner at Hotel (DS)	26.14
DMS	6/16/14	B	Travel Breakfast at airport (DS)	11.27
DMS	6/17/14	B	Working meal (DS, SC, DM)	30.03
DMS	6/17/14	B	Dinner (DS)	9.42
DMS	6/18/14	B	Working Breakfast (SC, DS, DM)	18.26
DMS	6/18/14	B	Dinner (DS)	25.16
DMS	6/19/14	B	Working Breakfast (SC, DS, DM)	20.75
DMS	6/19/14	B	Travel Meal (DS, DM, SC)	32.14
DMS	6/23/14	B	Dinner (SC, DS, DM)	136.71
DMS	6/23/14	B	Travel Meal at Airport (DS, DM, SC)	76.75

**Alvarez & Marsal  
Expense Detail**

<b>Initials</b>	<b>Date</b>	<b>Code</b>	<b>Task Detail</b>	<b>Expenses</b>
DMS	6/23/14	B	Travel breakfast (DS)	7.70
DMS	6/24/14	B	Dinner (SC, DS)	24.00
DMS	6/24/14	B	Working meal (DM, DS, SC)	21.93
DMS	6/25/14	B	Working meal (DM, DS, SC)	51.37
DMS	6/30/14	B	Working meal (DM, SC, DS)	25.28
DMS	6/30/14	B	Travel Breakfast (DS)	8.70
DMS	6/12/14	C	Car Rental at SMRS	272.80
DMS	6/19/14	C	Car Rental at SMRS	331.52
DMS	6/26/14	C	Car Rental SMRS	290.48
DMS	6/10/14	D	Hotel Stay - SMRS	593.40
DMS	6/16/14	D	Hotel Stay at SMRS	445.05
DMS	6/23/14	D	Hotel Stay at SMRS	491.05
DMS	6/11/14	J	Taxi to EWR	37.00
DMS	6/16/14	J	Taxi to ORD	51.00
DMS	6/19/14	J	Taxi home from LGA	87.00
DMS	6/23/14	J	Taxi to LGA	104.00
DMS	6/26/14	J	Taxi Home from LGA	105.00
DMS	6/30/14	J	Taxi to LGA	56.00
SFC	6/12/14	A	Flight from SMRS	493.00
SFC	6/16/14	A	Flight to SMRS	483.00
SFC	6/19/14	A	Flight from SMRS	493.00
SFC	6/23/14	A	Flight to SMRS	503.00
SFC	6/26/14	A	Flight from SMRS	578.00
SFC	6/30/14	A	Flight to SMRS	473.00
SFC	6/10/14	B	Breakfast (SFC, DMS, DSM)	26.65
SFC	6/11/14	B	Working Meal (SFC)	14.38
SFC	6/11/14	B	Dinner with team (SFC, DMS, DSM, DSC)	200.00
SFC	6/11/14	B	Breakfast (SFC, DMS, DSM)	27.36
SFC	6/12/14	B	Dinner (SFC)	11.34
SFC	6/16/14	B	Dinner (SFC)	24.54
SFC	6/16/14	B	Working Meal (SFC, DMS)	48.39
SFC	6/16/14	B	Travel Breakfast (SFC)	6.57
SFC	6/17/14	B	Breakfast (SFC, DMS, DSM)	24.27
SFC	6/18/14	B	Working Meal (SFC, DMS)	25.07
SFC	6/18/14	B	Breakfast (SFC)	9.96
SFC	6/18/14	B	Dinner (SFC)	24.88
SFC	6/23/14	B	Travel Breakfast (SFC)	4.44
SFC	6/24/14	B	Breakfast (SFC, DMS, DSM)	25.30
SFC	6/25/14	B	Breakfast (SFC, DMS, DSM)	17.24
SFC	6/25/14	B	Dinner (SFC, DMS, DSM)	150.00
SFC	6/26/14	B	Dinner (SFC, DMS, DSM)	24.05
SFC	6/26/14	B	Working Meal (SFC, DMS)	17.72
SFC	6/30/14	B	Dinner (SFC, DMS, DSM)	103.71
SFC	6/30/14	B	Travel Breakfast (SFC)	15.71
SFC	6/10/14	D	Hotel Stay	129.00
SFC	6/10/14	D	Hotel Tax	19.35
SFC	6/11/14	D	Hotel Stay	129.00
SFC	6/11/14	D	Hotel Tax	19.35
SFC	6/16/14	D	Hotel Stay	129.00
SFC	6/16/14	D	Hotel Tax	19.35
SFC	6/17/14	D	Hotel Stay	129.00
SFC	6/17/14	D	Hotel Tax	19.35
SFC	6/18/14	D	Hotel Stay	129.00
SFC	6/18/14	D	Hotel Tax	19.35
SFC	6/23/14	D	Hotel Stay	129.00
SFC	6/23/14	D	Hotel Tax	19.35
SFC	6/24/14	D	Hotel Stay	149.00
SFC	6/24/14	D	Hotel Tax	22.35
SFC	6/25/14	D	Hotel Stay	149.00
SFC	6/25/14	D	Hotel Tax	22.35
SFC	6/30/14	D	Hotel Stay	139.00

**Alvarez & Marsal  
Expense Detail**

<b>Initials</b>	<b>Date</b>	<b>Code</b>	<b>Task Detail</b>	<b>Expenses</b>
SFC	6/30/14	D	Hotel Tax	20.85
SFC	6/12/14	J	Taxi home from Airport	43.59
SFC	6/16/14	J	Taxi to Airport	35.79
SFC	6/19/14	J	Taxi home from Airport	36.90
SFC	6/23/14	J	Taxi to Airport	35.19
SFC	6/26/14	J	Taxi home from Airport	42.99
SFC	6/30/14	J	Taxi to Airport	35.79
KS	6/16/14	A	Airfare: Flight Dallas-Midland Roundtrip	570.50
KS	6/17/14	A	Airfare: Flight DFW-ELP-MAF	1,014.00
KS	6/19/14	A	Airfare: Fare Difference for Change 1	68.50
KS	6/19/14	A	Airfare: Flight Dallas - McAllen Roundtrip	612.00
KS	6/21/14	A	Miscellaneous: Service Fee Ultramar for Change 2	30.00
KS	6/21/14	A	Miscellaneous: Service Fee Ultramar for Change 1	60.00
KS	6/21/14	A	Miscellaneous: Fare Difference	(158.00)
KS	6/26/14	A	Airfare: Fare Difference for Change 2	210.00
KS	6/29/14	A	Airfare: Flight DFW to Midland	480.50
KS	6/19/14	B	Individual Meals: Tea at Airport	4.58
KS	6/23/14	B	Individual Meals: Hotel 1 night	27.00
KS	6/25/14	B	Individual Meals: Hotel 1 night	6.00
KS	6/29/14	B	Individual Meals: Breakfast at Airport	9.72
KS	6/29/14	B	Individual Meals: Dinner (Me)	25.00
KS	6/24/14	C	Car Rental: Car Rental El Paso	177.22
KS	6/26/14	C	Car Rental: Car Rental at Midland Airport	166.59
KS	6/18/14	D	Hotel: Hotel at Big Spring - one night	279.00
KS	6/18/14	D	Hotel Tax: Hotel at Big Spring - one night	36.27
KS	6/23/14	D	Hotel Tax: Hotel 1 night	33.08
KS	6/23/14	D	Hotel: Hotel 1 night	189.00
KS	6/25/14	D	Hotel: Hotel 1 night	279.00
KS	6/25/14	D	Hotel Tax: Hotel 1 night	36.77
KS	6/17/14	J	Taxi: Taxi Home to DFW on 6.23 and 6.25	161.00
KS	6/17/14	J	Taxi: Taxi Home-DFW Roundtrip for flight to/from McAllen	161.00
KS	6/17/14	J	Taxi: Taxi Home-DFW Roundtrip for flight to/from Midland	161.00
KS	6/20/14	J	Taxi: Taxi McAllen Airport to Client	10.00
KS	6/26/14	J	Taxi: Taxi DFW to Home	80.00
KS	6/27/14	J	Taxi: Taxi DFW to Home	65.00
KS	6/29/14	J	Taxi: Taxi DFW-Home Roundtrip	161.00
<b>Total</b>				<b>\$35,525.35</b>